

RECORDATION NO. 26992-B FILED

JUN 01 '07 -11 00 AM

ALVORD AND ALVORD  
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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

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June 1, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of June 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Car Lease Agreement and Schedule No. 1 and Memorandum of Assignment Agreement being filed with the Board under Recordation Numbers 26992 and 26992-A, respectively.

The names and addresses of the parties to the enclosed document are:

Debtor:	ARH 2006-1, LLC c/o AllCapital (US), LLC 780 Third Avenue New York, NY 10017
Secured Party:	Wells Fargo Bank Northwest, National Association 299 South Main Street Salt Lake City, UT 84111

Mr. Vernon A. Williams  
June 1, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

40 hopper railcars: CEMX 4068 – CEMX 4107.

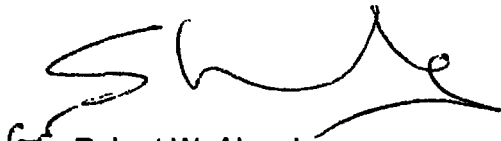
A short summary of the document to appear in the index is:

Memorandum of Mortgage.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/sem  
Enclosures

JUN 01 '07 -11 00 AM

## MEMORANDUM OF MORTGAGE SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage, made and entered into as of June 1, 2007 between ARH 2006-1, LLC, (the "Debtor") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee under the Security Agreement referred to below (together with its successors and permitted assigns, the "Secured Party"). Terms used in this instrument have the meanings assigned thereto in the Security Agreement dated as of May 31, 2006 (as supplemented, including by Security Agreement Supplement No. 10 dated the date hereof, the "Security Agreement") between the Secured Party and the Debtor.

WITNESSETH:

The undersigned have entered into the Security Agreement, by which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in the lease referred to on Exhibit B attached hereto to the Secured Party in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ARH 2006-1, LLC

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Security Trustee

By   
Name: \_\_\_\_\_  
Title: **Colum Carr**  
**Manager**

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 1<sup>st</sup> day of JUNE in the year 2007 before me personally came COLUM CARR to me known, who, being by me duly sworn, did depose and say that he/~~she/they~~ reside(s) at 153 E. 53<sup>RD</sup> ST, NY NY 10022; that he/~~she/they~~ is (are) the manager (~~president or other officer or director or attorney-in-fact~~) duly appointed of the Debtor, the limited liability company described in and which executed the above instrument; and that he/~~she/they~~ signed his/~~her/their~~ name(s) thereto by authority of the board of directors of said limited liability company.

CHARLES E. KNAPP  
Notary Public, State of New York  
No. 02KN4994768  
Qualified in Westchester County  
Commission Expires April 13, ~~2010~~  
[Notarial Seal]

  
\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ARH 2006-1, LLC

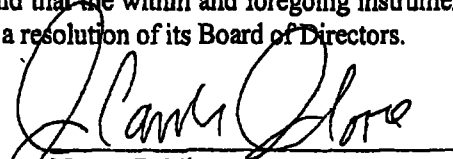
WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Security Trustee

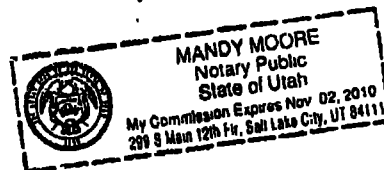
By \_\_\_\_\_  
Name:  
Title:

By  \_\_\_\_\_  
Name: Jon Croasmun  
Title: Vice President

STATE OF UTAH                    )  
  ):ss  
COUNTY OF SALT LAKE    )

On the 31<sup>st</sup> day May, 2007, personally appeared before me Jon Croasmun who being by me duly sworn did say, for himself, that he the said Jon Croasmun is a Vice President of Wells Fargo Bank Northwest, National Association and that the within and foregoing instrument was signed in behalf of said association by authority of a resolution of its Board of Directors.

  
Notary Public



## **EXHIBIT A**

### **UNITS**

Forty (40) 3,230 cubic foot capacity pressure differential covered hoppers with gross rail load of 286,000 lbs., three 20" round hatches and maximum pressure of 14.6 psi, each manufactured by National Steel Car Limited

Car Numbers: CEMX 4068 through 4107

together with all substitutions, replacements and renewals of the property above described, and all property which shall hereafter become physically attached to or incorporated in the property above described, whether the Debtor now has rights therein or such rights shall hereafter be acquired by it.



## **EXHIBIT B**

### **LEASE**

Master Car Lease Agreement dated as of May 10, 2007 between the Manager, as lessor and Cemex, Inc., as lessee together with Schedule No. 01 to Master Car Lease Agreement as executed by the Manager, as lessor on May 23, 2007 and by Cemex, Inc., as lessee on May 10, 2007, as assigned to the Debtor by the Assignment and Assumption Agreement.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/07



\_\_\_\_\_  
Robert W. Alvord